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U.S. Department of Justice Office of the United States Trustee Region 2

The Southern District of New York

N RE:	Vivaro Corporation, et al.,	<pre>} } }</pre>	CHAPTER 11  CASE NO. 12-13810 (MG)
	DEBTORS. (1)	}	

# SEVENTH QUARTERLY REPORT BY THE CREDITOR TRUST OF VIVARO CORPORATION FOR THE PERIOD

**FROM** July 1, 2018 **TO** September 30, 2018

The Creditor Trust of Vivaro Corporation (the "Creditor Trust"), through William K. Lenhart, Managing Director of WKL Advisors, LLC, in his capacity as the duly appointed trustee of the Creditor Trust (the "Trustee"), pursuant to the Joint Chapter 11 Plan of Vivaro Corporation, STi Prepaid, LLC, Kare Distribution, Inc., SIi Telecom, Inc., TNW Corporation, STi CC I, LLC, And STi CC II, LLC [ECF No. 892-1] (the "Confirmed Plan") of Vivaro Corporation, et al. (the "Debtors"), by its counsel, Arent Fox LLP ("Arent Fox"), files this Post-Confirmation Quarterly Operating Report (the "Report") in accordance with the Guidelines established by the United States Trustee and FRBP 2015.

In accordance	with 28 U.S.	. Section	n/174641	declare un	der penalty	of periury t	hat I have exam	ined the	e informati	ion containe	d in this ren	ort and it is true
/	/	1 1	1/6		and correc	to the best	hat I have exam of my knowledge	e.				
/	-//	4 1	/ /						10	A Tapasana	10	

Date:

Signed

Print Name

CREDITUR TRUSTER

Creditor Trustee

William K Lenhart WKL Advisors, LLC 92 Robinhood Lane New City, New York 10956-6635 (917) 941-0855 Counsel for The
Creditor Trust of
Vivaro Corporation
Arent Fox LLP
1301 Avenue of the Americas, 42nd Floor
New York, New York 10019
(212) 484-3900
(212) 484-3990 (fax)
Attn: George P. Angelich, Esq.
Email: george angelich@arentfox.com

(1) The debtors in these chapter 11 cases, along with the last four digits of each debtor's tax identification number, as applicable, are: Vivaro Corporation (7907), STi Prepaid, LLC (5345), Kare Distribution, Inc. (3417), STi Telecom Inc. (7760), TNW Corporation (0303), STi CC 1, LLC, and STi CC 2, LLC. Pursuant to the confirmed plan, the estates for all of the Debtors were consolidated into the Vivaro Corporation. On May 17,2017, the Court entered Final Decrees in each of the Debtors' cases closing all of the Debtors' bankruptcy cases except for the case of Vivaro Corporation (7907). Presently, only Vivaro Corporation's bankruptcy case remains open and pending.

### STATEMENT OF LIMITATIONS AND DISCLAIMER REGARDING THE SEVENTH QUARTERLY REPORT BY THE CREDITOR TRUST OF VIVARO CORPORATION

By order entered on September 13, 2016 (the "Confirmation Order"), the Bankruptcy Court confirmed the *Joint Chapter 11 Plan of Vivaro Corporation, STI Prepaid, LLC, Kare Distribution, Inc., STI Telecom, Inc., TNW Corporation, STI CC I, LLC, and STI CC II, LLC* (the "Plan"), which provides for, among other things, the establishment of a Creditor Trust (the "Creditor Trust") to effectuate the Plan. The Plan became effective on November 7, 2016 (the "Effective Date").

William K. Lenhart, Managing Director of WKL Advisors, LLC, in his capacity as the duly appointed trustee of the Creditor Trust (the "<u>Trustee</u>") was appointed to serve as the Trustee of the Creditor Trust pursuant to the Confirmation Order and that certain *Creditor Trust Agreement* dated as of the Effective Date (the "<u>Trust Agreement</u>").

Pursuant to the Plan, Confirmation Order, and the Trust Agreement, the Trustee has signed the Report as the authorized signatory of the Creditor Trust.

The Report does not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States ("GAAP"), nor is it intended to be fully reconciled with the financial statements of each Debtor. Additionally, the Report contains unaudited information that is subject to further review and potential adjustment.

In preparing the Report, the Trustee relied upon financial data derived from the Creditor Trust's books and records that was available at the time of such preparation. Although reasonable efforts were made to ensure the accuracy and completeness of such financial information, inadvertent errors or omissions, as well as the discovery of conflicting, revised or subsequent information, may cause a material change to the Report.

Accordingly, all rights are reserved to amend, supplement, or otherwise modify the Report as is necessary and appropriate. Notwithstanding the foregoing, the Trust shall not be required to update the Report.

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QUARTERLY OPERATING REPORT -POST CONFIRMATION

QU	QUESTIONNAIRE						
		YES*	NO				
1.	Have any assets been sold or transferred outside the normal course of business, or outside the Plan of Reorganization during this reporting period?		X				
2.	Are any post-confirmation sales or payroll taxes past due?		X				
3.	Are any amounts owed to post-confirmation creditors/vendors over 90 days delinquent?		X				
4.	Is the Debtor current on all post-confirmation plan payments?	X					

<sup>\*</sup>If the answer to any of the above questions is "YES," provide a detailed explanation of each item on a separate sheet.

INSURANCE INFORMATION <sup>1</sup>								
		YES	NO*					
1.	Are real and personal property, vehicle/auto, general liability, fire, theft, worker's		X					
	compensation, and other necessary insurance coverages in effect?							
2.	Are all premium payments current?		X					

<sup>\*</sup>If the answer to any of the above questions is "NO," provide a detailed explanation of each item on a separate sheet.

CONFIRMATION OF INSURANCE										
				Payment Amount	Delinquency					
TYPE of POLICY	and	CARRIER	Period of Coverage	and Frequency	Amount					
			•	•	•					

DESCRIBE PERTINENT DEVELOPMENTS, EVENTS, AND MATTERS DURING THIS REPORTING PERIOD:
On November 7, 2016 (the "Effective Date"), the Debtors consummated all requirements under the Bankruptcy Code and the Plan became Effective. During this
Reporting Period, subject to the terms of the Plan, the Confirmation Order and the Trust Agreement, the Creditor Trust made the first and final distribution of the
Creditor Trust Assets to holders of Allowed General Unsecured Claims.
I declare under penalty of perjury that this statement and the accompanying documents and reports are true and correct to the best of my knowledge and belief.
Estimated Date of Filing the Application for Final Decree:7/15/2018

<sup>(1)</sup> The Debtors have no business operations, no tangible assets, no employees, and no insurance policies.

QUARTERLY OPERATING REPORT - POST CONFIRMATION

ATTACHMENT NO. 2

### CHAPTER 11 POST-CONFIRMATION SCHEDULE OF RECEIPTS AND DISBURSEMENTS

Case Name:	Vivaro Corporation, et al.,
Case Number:	12-13810
Date of Plan Confirmation:	
	September 13, 2016
Reporting Period	July 31, 2018 to September 30, 2018

(\$ In 000's)

			Quarterly	Cumulative Total
CAS	H (Beginning of Period)		\$ 417	\$ 200
INCO	OME or RECEIPTS during the F	Period		
	Operating Income:			
(	(i) Preference Settleme	ents	\$ -	\$ 47
(	(ii) Other Receipts		\$ -	\$ 760
(	(iii) Transfer from other	Estate account*	\$ -	\$ 53
DISB	BURSEMENTS			
a. <b>(</b>	Operating Expenses (Fees/Taxes):			
	(i) U.S. Trustee Quarte	erly Fees	\$ 4	\$ 7
(	(ii) Federal Taxes		-	-
(	(iii) State Taxes		-	-
(	(iv) Operating Costs		26	26
(	(v) Bank Fees		-	24
b. A	All Other Operating Expenses:		\$ -	\$ 617
c. I	Plan Payments:**			
(	(i) Administrative Clai	ms	\$ -	\$ -
(	(ii) Priority Claims		-	-
(	(iii) Secured Claims		-	-
(	(iv) General Unsecured	Claims	253	253
Total	l Disbursements (Operating & Pl	an)	\$ 283	\$ 927
CASI	H (End of Period)	1	\$ 134	\$ 134

<sup>\*</sup> Represents refund from Garden City Group for uncleared claim checks of Estate.

<sup>\*\*</sup> This includes any and all disbursements made under the plan of reorganization or in the ordinary course of the reorganized debtor's post-confirmation business, whether the disbursements are made through a trust, by a third party, or by the reorganized debtor.

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### The Creditor Trust of Vivaro Corporation Reconciliation Summary Wilmington Trust - Operating Account XXXXX-2000 April 1, 2018 to June 30, 2018

	Fo	or the Period Ended 7/31/2018	For the Period Ended 8/31/2018	F	or the Period Ended	Total
					9/30/2018	Total
Beginning Balance	\$	416,998	366,824	\$	254,312	\$ 416,998
Cleared Transactions						
Checks and Payments		(50,174)	(112,511)		(120,665)	(283,351)
Total Checks and Payments		(50,174)	(112,511)		(120,665)	 (283,351)
Deposits and Credits		-	-		-	-
Transfers from other Estate Account		-	-		-	-
Transfers to other Estate Account		-	-		-	 
Total Cleared Transactions		(50,174)	(112,511)		(120,665)	(283,351)
Cleared Balance	\$	366,824	254,312	\$	133,647	\$ 133,647
Uncleared Transactions						
Checks and Payments		-	-		-	 -
Total Uncleared Transactions		-	-		-	 
Register Balance		366,824	254,312		133,647	 133,647
Ending Balance	\$	366,824	254,312	\$	133,647	\$ 133,647

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# The Creditor Trust of Vivaro Corporation Reconciliation Detail Wilmington Trust - Operating Account XXXXX-2000, Period Ended 7/31/2018

Type	Date	Check No.	Name	Amount	Balance
<b>Beginning Balance</b>					\$ 416,998
	Cleared Transaction				
		Checks and Payments			
Warehouse	7/30/2018		ate Information Services	(25,086)	
GUC - Distr	7/31/2018		s Velaquez Garcia	(527)	
GUC - Distr	7/31/2018		k and Compnay	(71)	
GUC - Distr	7/31/2018	9455 Wind		(21,548)	
Warehouse	7/21/2018	9466 CT I		(436)	
Warehouse	7/26/2018	9467 Iron		(2,506)	
	7	Cotal Checks and Pay	ments	(50,174)	
	I	Deposits and Credits -	0 items		
		Cotal Deposits and Cr Cransfers from other		-	
	1	Total Transfers from	other Estate Account	-	
	Γ	ransfers to other Estat	e Account	-	
	Т	otal Transfers from of	her Estate Account	-	
	Т	otal Transfers to other	Estate Account	-	
	Total Cleared Trans	actions		(50,174)	
Cleared Balance					\$ 366,824
	Uncleared Transacti	ons			
	(	Checks and Payments			
	Total Uncleared Tra	nsactions		-	
Register Balance	e as of 7/31//2018				366,824
Ending Balance					\$ 366,824

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#### The Creditor Trust of Vivaro Corporation Reconciliation Detail Wilmington Trust - Operating Account XXXXX-2000, Period Ended 8/31/2018

Type	Date	Check No.	Name	Amount		Balance
Beginning Balance					\$	366,824
	Cleared Trans	sactions				
GUC - Distrib	8/2/2018	9399	AFFILIATES OF VERIZON COM INC	(26,468.18)		
GUC - Distrib	8/1/2018	9400	ALLIANCE GROUP SERVICES INC	(639.77)		
GUC - Distrib	8/2/2018	9401	AMERICAN EXP TRAVEL RELATED SERV	(332.68)		
GUC - Distrib	8/2/2018	9402	AMERICAN EXPRESS TRAVEL REL SERV	(956.22)		
GUC - Distrib	8/1/2018	9404	BURRIS, SCHOENBERG and WALDEN	(265.94)		
GUC - Distrib	8/7/2018	9405	CERIDIAN STORED VALUE SOLUTIONS	(246.90)		
GUC - Distrib	8/16/2018	9406	CITY OF NY DEPARTMENT OF FINANCE	(2,309.47)		
GUC - Distrib	8/2/2018	9407	CONCUR TECHNOLOGIES INC	(72.31)		
Operting Expense	8/2/2018	9457	CT Corporation	(219.23)		
GUC - Distrib	8/10/2018	9408	D EXPOSITO and PARTNERS LLC	(10,408.90)		
GUC - Distrib	8/7/2018	9409	DEPARTMENT OF THE TREASURY - IRS	(222.80)		
GUC - Distrib	8/8/2018	9413	EMPRESA NAC DE TELECOMUNICACIONES	(2,731.80)		
GUC - Distrib	8/13/2018	9414	EQUINIX INC	(1,784.38)		
GUC - Distrib	8/3/2018	9416	FEDEX TECHCONNECT INC	(115.29)		
GUC - Distrib	8/15/2018	9417	GRANT THORNTON LLP	(1,180.79)		
GUC - Distrib	8/7/2018	9418	IANYWHERE SOLUTIONS INC	(182.66)		
GUC - Distrib	8/8/2018	9422	ILLINOIS DEPARTMENT OF REVENUE	(129.57)		
GUC - Distrib	8/15/2018	9424	JENNIFER R FOX	(77.69)		
GUC - Distrib	8/2/2018	9427	KT AMERICA	(341.96)		
GUC - Distrib	8/16/2018	9429	LEVEL 3 COMMUNICATIONS LLC	(447.54)		
GUC - Distrib	8/16/2018	9428	LEVEL 3 COMMUNICATIONS LLC	(37,000.82)		
GUC - Distrib	8/20/2018	9430	MG ENGINEERING PC	(262.93)		
GUC - Distrib	8/22/2018	9431	NEW CLASSROOMS INNOV Ptnr CO	(6,260.53)		
GUC - Distrib	8/22/2018	9433	NY STATE DEPARTMENT OF TAXATION	(492.26)		
GUC - Distrib	8/1/2018	9434	OPTEC COMMUNICATIONS, INC	(572.29)		
GUC - Distrib	8/24/2018	9435	ORACLE AMERICA INC	(103.57)		
GUC - Distrib	8/1/2018	9436	PRESTIGE CAPITAL CORPORATION	(1,667.23)		
GUC - Distrib	8/2/2018	9438	ROBERTA KRAUS	(179.09)		
GUC - Distrib	8/3/2018	9439	SAMS CLUB	(730.53)		
GUC - Distrib	8/1/2018	9440	SERVERCARE, INC	(140.75)		
GUC - Distrib	8/3/2018	9442	STATE OF MINNESOTA DEPT OF REVENUE	(67.95)		
GUC - Distrib	8/13/2018	9443	STATE OF TEXAS OFFICE TEXAS	(3,900.00)		
GUC - Distrib	8/20/2018	9444	TELECOM ARGENTINA USA, INC.	(824.86)		
GUC - Distrib	8/20/2018	9445	TELECOM ARGENTINA USA, INC.	(520.00)		
GUC - Distrib	8/3/2018	9447	TELMEX USA, LLC	(10,217.01)		
GUC - Distrib	8/16/2018	9451	VANCE, SERGEY S	(72.68)		
GUC - Distrib	8/9/2018	9452	VICTOR E ROBLES	(76.12)		
GUC - Distrib	8/2/2018	9454	WELLS FARGO FINANCIAL LEASING INC	(227.46)		
GUC - Distrib	8/2/2018	9456	ZONES	(61.17)		
		Total Check	ss and Payments	(112,511)	-	
		Deposits and	d Credits - 0 item			
		Total Depos	its and Credits	-	-	
			<u>-</u>			
CL IDI	Total Cleared	Transactions		(112,511)	ф	251215
Cleared Balance	Uncleared Trai	neactions			\$	254,312
	Uncleared I fal	Checks and I	Payments			
	Total Uncleare		- ·	-	•	
Register Balance as o						254,312
Ending Balance					\$	254,312
					<del></del>	,

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#### The Creditor Trust of Vivaro Corporation Reconciliation Detail Wilmington Trust - Operating Account XXXXX-2000, Period Ended 9/30/2018

Type	Date	Check No.	Name	Amount		Balance
<b>Beginning Balance</b>	e				\$	254,312
	Cleared Transact	tions				
		Checks and Pay	yments			
GUC -Distr	09/06/2018	9411	DIGICEL JAMAICA	(6,256.88)	)	
GUC -Distr	09/03/2018	9450	UNIVERSAL SERV ADMIN CO	(6,487.59)	)	
GUC -Distr	9/25/2018	9415	FEDERAL COMMUNICATIONS COMMISSION	(101,060.43)	)	
GUC -Distr	9/20/2018	9446	TELENOR GLOBAL SERVICES AS	(2,627.52)	)	
Operating	9/28/2018	9479	U.S. Trustee	(4,232.83)	)	
		Total Checks an	nd Payments	-120,665	<del>-</del>	
Transfer/Addition		Deposits and C	redits - 1 items			
Transfer/Addition		<b>Total Deposits</b>	and Credits	0	_	
	Total Cleared Tran	nsactions		-120,665	<del>-</del>	
Cleared Balance					\$	133,647
	Uncleared Transac	ctions				
		Checks and Payr	ments			
	Total Uncleared T	ransactions			)	
Register Balance a	s of 9/30/2018					133,647
<b>Ending Balance</b>					\$	133,647

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QUARTERLY OPERATING REPORT - POST CONFIRMATION

ATTACHMENT NO. 3

### CHAPTER 11 POST-CONFIRMATION BANK ACCOUNT RECONCILIATIONS

Bank Account Information				
	Account	Account	Account	Account
	#1	#2	#3	#4
Name of Bank:	Wilmington Trust			
Account Number:	XXXXX-2000			
Purpose of Account (Operating/Payroll/Tax)	Operating			
Type of Account (e.g. checking)	Checking			
1. Balance per Bank Statement	\$114,985			
2. ADD: Deposits not credited				
3. SUBTRACT: Outstanding Checks	0			
4. Other Reconciling Items*	18,661.60			
5. <b>Month End Balance</b> (Must Agree with Books)	\$133,647			
	I.	ı	ı	ı

Note: Attach copy of each bank statement and bank reconciliation.

Investment Account Information				
	Date of	Type of	Purchase	Current
Bank / Account Name / Number	Purchase	Instrument	Price	Value

Note: Attach copy of each investment account statement.

Other Reconciling items are comprised of 13 checks included in the full distirbution that remain outstanding from clearing account held by Wilmington Trust. These checks may be presented until January 2019. Should these checks not be presented, or reissued, funds will be reversed back to Trust.

POST CONFIRMATION

#### **CHAPTER 11 POST-CONFIRMATION** CASH/DEBIT/CHECK DISBURSEMENTS DETAILS

Name of Bank	Wilmington Trust
Account Number	XXXXX-2000
Purpose of Account (Operating/Payroll/Personal)	Operating
Type of Account (e.g., Checking)	Checking

Number 9397 9425	Transaction 7/30/2018	Payee	Purpose or Description	A mount
	7/30/2018			Amount
9425		Allstate Information Services	Warehouse	25,086.07
0.20	7/31/2018	Jesus Velaquez Garcia	Distribution	526.89
9426	7/31/2018	Konik and Compnay	Distribution	70.88
9455	7/31/2018	Wind Telecom	Distribution	21,548.05
9466	7/21/2018	CT Liens	Operating	436.00
9467	7/26/2018	Iron Mt	Warehouse	2,506.43
9399	8/2/2018	AFFILIATES OF VERIZON COM INC	Distribution	26,468.18
9400	8/1/2018	ALLIANCE GROUP SERVICES INC	Distribution	639.77
9401	8/2/2018	AMERICAN EXP TRAVEL RELATED SERV	Distribution	332.68
9402	8/2/2018	AMERICAN EXPRESS TRAVEL REL SERV	Distribution	956.22
9404	8/1/2018	BURRIS, SCHOENBERG and WALDEN	Distribution	265.94
9405	8/7/2018	CERIDIAN STORED VALUE SOLUTIONS	Distribution	246.90
9406	8/16/2018	CITY OF NY DEPARTMENT OF FINANCE	Distribution	2,309.47
9407	8/2/2018	CONCUR TECHNOLOGIES INC	Distribution	72.31
9457	8/2/2018	CT Corporation	Operating	219.23
9408	8/10/2018	D EXPOSITO and PARTNERS LLC	Distribution	10,408.90
9409	8/7/2018	DEPARTMENT OF THE TREASURY - IRS	Distribution	222.80
9413	8/8/2018	EMPRESA NAC DE TELECOMUNICACIONES	Distribution	2,731.80
9414	8/13/2018	EQUINIX INC	Distribution	1,784.38
9416	8/3/2018	FEDEX TECHCONNECT INC	Distribution	115.29
9417	8/15/2018	GRANT THORNTON LLP	Distribution	1,180.79
9418	8/7/2018	IANYWHERE SOLUTIONS INC	Distribution	182.66
9422		ILLINOIS DEPARTMENT OF REVENUE	Distribution	129.57
9424	8/15/2018	JENNIFER R FOX	Distribution	77.69
9427	8/2/2018	KT AMERICA	Distribution	341.96
9429		LEVEL 3 COMMUNICATIONS LLC	Distribution	447.54
9428		LEVEL 3 COMMUNICATIONS LLC	Distribution	37,000.82
9430		MG ENGINEERING PC	Distribution	262.93
9431		NEW CLASSROOMS INNOV Ptnr CO	Distribution	6,260.53
9433		NY STATE DEPARTMENT OF TAXATION	Distribution	492.26
9434		OPTEC COMMUNICATIONS, INC	Distribution	572.29
9435		ORACLE AMERICA INC	Distribution	103.57
9436		PRESTIGE CAPITAL CORPORATION	Distribution	1,667.23
9438		ROBERTA KRAUS	Distribution	179.09
9439		SAMS CLUB	Distribution	730.53
9440		SERVERCARE, INC	Distribution	140.75
9442		STATE OF MINNESOTA DEPT OF REVENUE	Distribution	67.95
9443		STATE OF TEXAS OFFICE TEXAS	Distribution	3,900.00
9444		TELECOM ARGENTINA USA, INC.	Distribution	824.86
9445		TELECOM ARGENTINA USA, INC.	Distribution	520.00
9447		TELMEX USA, LLC	Distribution	10,217.01
9451		VANCE, SERGEY S	Distribution	72.68
9452		VICTOR E ROBLES	Distribution	76.12
9454		WELLS FARGO FINANCIAL LEASING INC	Distribution	227.46
9456	8/2/2018		Distribution	61.17
9411		DIGICEL JAMAICA	Distribution	6,256.88
9450		UNIVERSAL SERV ADMIN CO	Distribution	6,487.59
9415		FEDERAL COMMUNICATIONS COMMISSION	Distribution	101,060.43
9446		TELENOR GLOBAL SERVICES AS	Distribution	2,627.52
9479		U.S. Trustee	Operating	4,232.83
5415	3/20/2010	o.o. Hustee	Operating	4,202.00
			TOTAL	283,351

If any checks written this period have not been delivered to the payee, provide details, including the payee, amount, explanation for holding check and anticipated delivery date of check.